

9-304A050

RICHMOND LEASING COMPANY  
1700 West Loop South  
Suite 1500  
Houston, Texas 77027

Date **OCT 31 1979**

Fee \$ **30.00**

ICC Washington, D. C.

October 31, 1979

RECORDATION NO. **9246-2 AA** Filed 1425

**OCT 31 1979 - 3 25 PM**

INTERSTATE COMMERCE COMMISSION

FEE OPERATION  
OCT 31 1979  
RECORDATION NO. **9246-2 ABB** Filed 1425

RECORDATION NO. **9246-2** Filed 1425

**OCT 31 1979 - 3 25 PM**

INTERSTATE COMMERCE COMMISSION

*Wing filed with*  
Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

Gentlemen:

In accordance with the provisions of 49 U.S.C. §11303 and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, there is submitted herewith for filing and recordation an Assignment, a Bill of Sale and a Third Supplement to Equipment Trust Agreement relating to railroad cars used or intended for use in connection with interstate commerce as follows:

*Z* - 1. Three (3) executed counterparts of an Assignment dated as of October 31, 1979, by and between Richmond Leasing Company (Assignor) and Mercantile National Bank at Dallas (Assignee);

*- AA* 2. Three (3) executed counterparts of a Bill of Sale dated as of October 31, 1979, between Richmond Leasing Company and Mercantile National Bank at Dallas; and

*- BP* 3. Three (3) executed counterparts of a Third Supplement to Equipment Trust Agreement dated as of October 31, 1979, among Mercantile National Bank at Dallas, Trustee, Richmond Leasing Company, and Teachers Insurance and Annuity Association of America.

The address of Richmond Leasing Company is 1700 West Loop South, Houston, Texas 77027, and the address of Mercantile National Bank at Dallas is 1704 Main Street, Dallas, Texas 75201.

The equipment covered by the Assignment and the Bill of Sale and added to the Equipment Trust Agreement by the Third Supplement is described in Exhibit A hereto.

*Earl Bartsch*  
*Consent*

67  
Secretary  
Interstate Commerce Commission  
October 31, 1979  
Page -2-

The Assignment, Bill of Sale and Third Supplement have been executed in connection with an Equipment Trust Agreement dated as of February 1, 1978 (including a First Supplement to Equipment Trust Agreement, a Release of Equipment from Equipment Trust Agreement and a Second Supplement to Equipment Trust Agreement), and filed with the Interstate Commerce Commission on February 22, 1978, and which has been assigned the following recordation number: 9246.


Enclosed is a check to cover the recordation fee.

You are hereby authorized to deliver one executed copy of the Assignment, Bill of Sale and Third Supplement, with filing data noted thereon, following recordation, to the representative of Messrs. Dewey, Ballantine, Bushby, Palmer & Wood, who is delivering this letter and said enclosures to you.

Very truly yours,

RICHMOND LEASING COMPANY

By

  
Vice-President

RECORDATION NO. 9246-~~1~~ Filed 1425

OCT 31 1979 - 3 25 PM

INTERSTATE COMMERCE COMMISSION

THIRD SUPPLEMENT TO  
EQUIPMENT TRUST AGREEMENT

THIS THIRD SUPPLEMENT dated as of October 31, 1979, to the Equipment Trust Agreement (hereinafter, as amended by the First Supplement and the Second Supplement described herein, the "Trust Agreement") dated as of February 1, 1978, by and between MERCANTILE NATIONAL BANK AT DALLAS, a national banking association incorporated and existing under the laws of the United States, as Trustee (hereinafter in such capacity called "Trustee"), and RICHMOND LEASING COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"):

W I T N E S S E T H:

WHEREAS, the Trust Agreement was filed with the Interstate Commerce Commission on February 22, 1978, under Recordation No. 9246;

WHEREAS, the First Supplement ("First Supplement") to the Trust Agreement dated May 31, 1978, was filed with the Interstate Commerce Commission;

WHEREAS, the Second Supplement ("Second Supplement") to the Trust Agreement dated July 20, 1979, was filed with the Interstate Commerce Commission;

WHEREAS, pursuant to the terms of a Purchase Agreement (hereinafter the "Purchase Agreement") dated as of February 1, 1978, among MERCANTILE NATIONAL BANK AT DALLAS (hereinafter in such capacity called the "Interim Purchaser"), TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA (hereinafter called the "Long-Term Purchaser"), and the Company, the Long-Term Purchaser has purchased Trust Certificates (hereinafter called "Trust Certificates") issued under the Trust Agreement;

WHEREAS, the parties desire to amend the Trust Agreement as provided herein;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereby agree as follows:

1. The Trust Agreement is hereby amended to add to Exhibit A to the Trust Agreement the railroad tank cars described in Annex A hereto, and such railroad tank cars shall be subject to the Trust Agreement.

2. The Long-Term Purchaser consents to such amendment of the Trust Agreement.

3. The Trust Agreement, as hereby amended, remains in full force and effect mutatis mutandis.

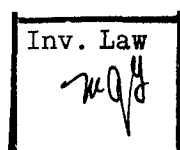
4. The Trust Agreement, as hereby amended, is in all respects ratified and confirmed, and all rights and powers created or granted thereby or thereunder shall be and remain in full force and effect.

5. Terms used in this Third Supplement have the same meaning herein as in the Trust Agreement.

6. The terms "Trust Agreement," "Agreement" or "Equipment Trust Agreement" as used in the Trust Agreement and all Exhibits thereto shall be construed to mean the Trust Agreement as amended by the First Supplement, the Second Supplement and this Third Supplement.

IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

TEACHERS INSURANCE AND ANNUITY  
ASSOCIATION OF AMERICA



By

David B. Bullett

DAVID B. BULLETT

Second Vice President

M. Cleary

Martin Cleary

Vice President

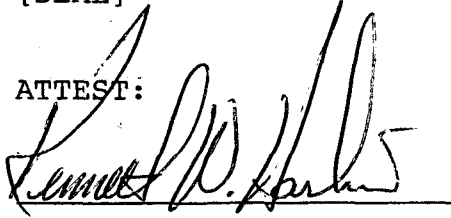
ATTEST:

MERCANTILE NATIONAL BANK AT  
DALLAS, TRUSTEE

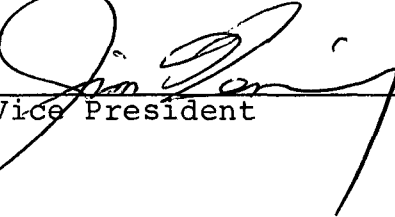
  
[SEAL]

By   
Trust Officer

ATTEST:

  
[SEAL]

RICHMOND LEASING COMPANY

By   
Vice President

THE STATE OF TEXAS  
COUNTY OF DALLAS

§  
§  
§

On this 29 day of October, 1979, before me personally appeared ML Walsh, to me personally known, who being by me duly sworn, says that he is a ASSISTANT VICE PRESIDENT AND TRUST OFFICER of MERCANTILE NATIONAL BANK AT DALLAS, that one of the seals affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors, and acknowledged that the execution of the foregoing instrument was for the purposes and consideration therein expressed, and was the free act and deed of said bank.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 29 day of October, 1979.

[SEAL]

*C. Sherwood*

NOTARY PUBLIC IN AND FOR  
DALLAS COUNTY, T E X A S

THE STATE OF TEXAS  
COUNTY OF HARRIS

§  
§  
§

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Jim Herring, Vice President of RICHMOND LEASING COMPANY, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of RICHMOND LEASING COMPANY, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 26 day of October, 1979.

[SEAL]

*Pamela Collins*

NOTARY PUBLIC IN AND FOR  
HARRIS COUNTY, T E X A S

THE STATE OF NEW YORK     §  
                                     §  
COUNTY OF NEW YORK     §

BEFORE ME, the undersigned, a Notary Public in and for  
said County and State, on this day personally appeared  
**DAVID B. BULLETT**, ~~Martin Cleary~~ of  
TEACHERS ANNUITY AND INSURANCE ASSOCIATION OF AMERICA, known  
to me to be the person and officer whose name is subscribed  
to the foregoing instrument, and acknowledged to me that the  
same was the act of TEACHERS ANNUITY AND INSURANCE ASSOCIA-  
TION OF AMERICA, a corporation, and that he executed the  
same as the act of such corporation for the purposes and  
consideration therein expressed, and in the capacity therein  
stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 31<sup>st</sup> day of  
October, 1979.

[SEAL]

Barbara L. Kopec  
NOTARY PUBLIC IN AND FOR  
NEW YORK COUNTY, NEW YORK

BARBARA L. KOPEC  
NOTARY PUBLIC, State of New York  
No. 24-4650535  
Qualified in Kings County  
Certificate filed in New York Co.  
Commission Expires March 30, 1981

## ANNEX A (Add)

## DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed &amp; Car No.</u>	<u>Term of Lease</u>	<u>Date of Earliest Service</u>	<u>Monthly Rental</u>
20	DOT111A100W3	20,800	RTMX 2770 thru 2789	144 Mos.	Oct. 1979	\$10,840